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May 1, 2002

VIA OVERNIGHT DELIVERY

Ms. Leslie Haynes
Administrative Law Judge
Illinois Commerce Commission
160 North LaSalle
Suite 800
Chicago, IL 60601
(312) 814-4274

Re: Great America Networks, Inc.
Docket No. 02-0269

Dear Judge Haynes:

Enclosed please find an original and three (3) copies of the Prefiled Testimony for Eric W. Brackett of Great America Networks, Inc.

I have also enclosed an extra copy of this letter to be time stamped and returned to me in the enclosed, pre-addressed, postage prepaid envelope.

If you have any questions or if I may provide you with additional information, please contact me at the above address or telephone number. Thank you for your attention to this matter.

Respectfully submitted,



Charlotte Lacey
Legal Assistant to Lance J.M. Steinhart
Attorney for Great America Networks, Inc.

Enclosures

c: Eric W. Brackett

OFFICIAL FILE
DOCKET NO. 02-0269
Applicant's Exhibit No. 1
Address Brackett
Date 5-7-02 Receiver ck

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

Great America Networks, Inc. :
Application for a :
Certificate of :
Interexchange Service :
Authority to :
Operate as a Reseller of : Docket No. 02-0269
Telecommunications Services :
Within the State of Illinois :

PREFILED DIRECT TESTIMONY
OF
ERIC W. BRACKETT

1. Q. Please state your name and business address.
A. Eric W. Brackett, 707 Wilshire Blvd., Suite 4700, Los Angeles, California 90017.
2. Q. By whom are you employed, and what is your position?
A. I am the President of Great America Networks, Inc.
3. Q. Please describe your management experience.
A. My management experience, as well as the other key members of Great America Networks, Inc.'s management team is set forth on Attachment C to our application.
4. Q. What is the purpose of your testimony?
A. The purpose of my testimony is to describe Great America Networks, Inc.'s business and to demonstrate Great America Networks, Inc.'s financial, technical and managerial ability to provide high quality, competitively priced, telecommunications services, and to describe how the company will provide its services

to customers within the State of Illinois.

5. Q. Please describe Great America Networks, Inc.'s business.

A. Great America Networks, Inc. is a reseller of interexchange telecommunications services, and is requesting authority to provide such services from points of origin within the State of Illinois to points of destination within the State of Illinois. Great America Networks, Inc. intends to provide interexchange services, such as outbound 1+ and 1010XXX dialing, toll-free service, postpaid calling cards, prepaid calling cards, and directory assistance. Great America Networks, Inc. intends to market its telecommunications service primarily to small to mid-sized business customers. Great America Networks, Inc.'s prices for long distance service will be competitive with AT&T Communications of Illinois, Inc.'s prices.

6. Q. In what state is Great America Networks, Inc. organized?

A. Delaware. A copy of Great America Networks, Inc.'s Articles of Incorporation is provided in Attachment B to our application.

7. Q. Is Great America Networks, Inc. certified to do business in Illinois?

A. Yes. A copy of Great America Networks, Inc.'s

- A. Yes. A copy of Great America Networks, Inc.'s qualification documents from the Secretary of state is provided in Attachment B to our application.
8. Q. Describe Great America Networks, Inc.'s financial ability to provide the proposed services.
- A. Copies of Great America Networks, Inc.'s Balance Sheet as of January 11, 2002 is provided as Attachment D to our application. The company is profitable as shown on the financial exhibits, it is well funded, and intends to provide service by utilizing cash flow from operations, as well as contributions from its principals if required.
9. Q. Who are the officers of Great America Networks, Inc.?
- A. The current officers of Great America Networks, Inc. are as follows:
- Eric Brackett President, Treasurer and Secretary
10. Q. Describe Great America Networks, Inc.'s management team.
- A. Great America Networks, Inc.'s management team is described on Attachment C to our application. As shown, our management team has many years' experience in the telecommunications industry.
11. Q. In your opinion, does Great America Networks, Inc. have the financial and managerial resources necessary to provide the proposed telecommunications services in the

- A. Yes. In my opinion, Great America Networks, Inc. has the necessary financial and managerial resources to provide the proposed telecommunications services in the State of Illinois.
12. Q. Does Great America Networks, Inc. intend to file a tariff in Illinois?
- A. Yes. Great America Networks, Inc. will file a tariff upon a grant of certification by the Illinois Commerce Commission.
13. Q. Would you describe the configuration of Great America Networks, Inc.'s system and equipment.
- A. Initially, Great America Networks, Inc. will be a switchless reseller utilizing the underlying network of Qwest. Originating calls from a customer are carried by the local exchange telephone company (LEC) to the LEC's end office or access tandem serving that customer. The LEC routes the calls to the underlying carrier for transmission. In the event that Great America Networks, Inc. became a switched-based reseller, calls will then be routed from the LEC to Great America Networks, Inc.'s switch through a Feature Group D access arrangement. The calls are then carried over leased facilities to the underlying carrier's switch. The switch routes the call to the point of termination. For call termination Great America

Networks, Inc. will initially rely upon the underlying carrier, and in the event that Great America Networks, Inc. obtains a switch, call termination will rely upon the combined use of leased facilities (with Feature Group D access capability to the terminating LEC) and various virtual WATS products supplied by other interexchange carriers.

14. Q. When dialing out on a phone serviced by Great America Networks, Inc., what number(s) does the end user dial in order to access Great America Networks, Inc.?

A. The end user will dial 1 + or 101XXXX + area code and number.

15. Q. How is the end user billed?

A. For resold long distance telephone services, the end users will be billed directly by the company utilizing a billing agent, Profitec, located at 1 Barnes Park South, Wallingford, CT 06492, which will utilize "real-time" completed call detail information from our underlying carriers.

16. Q. In your opinion, does Great America Networks, Inc. have the technical ability and resources necessary to provide the proposed telecommunications services to customers in the State of Illinois?

A. Yes. In my opinion, Great America Networks, Inc. has the necessary technical ability and resources to

provide telecommunications service to customers within the State of Illinois.

17. Q. Are you familiar with the term slamming, and if so, what will your company do to prevent slamming?

A. Yes, I am familiar with the term and the meaning of slamming. Our company will take all necessary measures in order to prevent slamming, including attempting to get a signed letter of agency from all presubscribed customers prior to commencing service, and all marketing will be done in accordance with all applicable state and federal regulations.

18. Q. Are there any pending complaints against Great America Networks, Inc. in any states where it is providing telecommunications services?

A. No.

19. Q. Is the company currently authorized to provide service in any other states.

A. Yes, the company is currently authorized to provide service in California, Nevada and Washington. No such applications have been denied.

20. Q. Please describe what services you intend to provide in the State of Illinois?

A. We intend to provide 1+ and 101XXXX outbound dialing,

- A. We intend to provide 1+ and 101XXXX outbound dialing, 800/888 toll-free inbound service, travel cards, prepaid calling cards, and directory assistance. We do not intend to provide operator services.
21. Q. Will Great America Networks, Inc. have any employees located in Illinois?
- A. No.
22. Q. Does the company wish to keep its books and records at its principal place of business in California?
- A. Yes.
23. Q. Does this conclude your testimony?
- A. Yes.

State of California

County of Los Angeles

AFFIDAVIT

I, Eric W. Brackett, first being duly sworn upon oath depose and say that I am the President of Great America Networks, Inc., the Applicant, and that I have read the above and foregoing prefiled testimony by me subscribed and know the contents thereof, which testimony was filed in support of Great America Networks, Inc.'s Application for a Certificate of Interexchange Service Authority to Operate as a Reseller of Telecommunications Services within the State of Illinois; that said contents are true in substance and in fact, except as to matters stated upon information and belief, and as to those, I believe the same to be true.

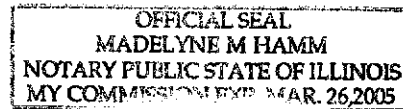


Eric W. Brackett
President

Sworn to and subscribed before me
this 11 day of January, 2002.



Notary Public



My Commission Expires:

3-26-2005